

# **VIRGINIA LATINO ADVISORY BOARD**

## **BYLAWS**

**Established** September 16, 2014

~~Amended~~ Adopted by full board  
October 16, 2020

Draft suggestions made [January 19, 2021](#) and [February 23, 2021](#)

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## **VIRGINIA LATINO ADVISORY BOARD BYLAWS**

### **ARTICLE I**

#### **AUTHORITY**

Section 1.1 Description. The Virginia Latino Advisory Board ("the Board") is established as an advisory board in the executive branch of the Commonwealth by § 2.2-2459 of the *Code of Virginia*. As provided in the *Code of Virginia*, the Board consists of twenty-one (21) nonlegislative citizen members, who shall be appointed by the Governor, and serve at his pleasure, for four (4) year terms. No member shall be eligible to serve more than two successive four-year terms. The Secretaries of the Commonwealth, Commerce and Trade, Education, Health and Human Resources, Public Safety, and Transportation, or their designees, serve on the Board as ex-officio members without voting privileges.

Section 1.2 Duties. Section 2.2-2460 of the *Code of Virginia* assigns the Board the duty to:

1. Advise the Governor regarding the development of economic, professional, cultural, educational and governmental links between the Commonwealth of Virginia, the Latino community in Virginia, and Latin America;
2. Undertake studies, symposiums, research, and factual reports to gather information to formulate and present recommendations to the Governor relative to issues of concern and importance to the Latino community in the Commonwealth; and
3. Advise the Governor as needed regarding any statutory, regulatory, or other issues of importance to the Latino community in the Commonwealth.

### **ARTICLE II**

#### **OFFICERS**

Section 2.1 Officers. The Officers of the Board shall be a Chair ("Chair") and Vice-Chair ("Vice-Chair"), as outlined by § 2.2-2459(C) of the *Code of Virginia*, and a Secretary. The officers shall be elected by the Board. The Board may create temporary officer positions as needed.

Section 2.2 Chair. The Chair shall provide overall leadership and direction of the full Board and standing committees. The Chair shall manage the Board and preside at all meetings. The Chair shall perform all the duties commonly involved with the office and perform such other duties as needed and have such other powers as the Board may from time to time designate. Specifically, the Chair shall guide the Board in preparing its annual report to the Governor and the strategic plan.

Section 2.3 Vice-Chair. The Vice-Chair shall perform the duties and exercise the powers of the Chair during the absence or incapacity of the Chair or when so directed by the Board. The Vice-Chair shall coordinate the process for drafting the Governor's annual report and the Board's strategic plan. The Vice-Chair shall assist in general board management and perform other duties as needed and have such other powers as the Board may from time to time designate.

Section 2.4 Secretary. The Secretary shall assist the Chair and Vice-Chair in performing all the duties commonly involved with the office and perform such other duties as needed. Specifically, the Secretary shall ensure that minutes are taken at all Board meetings. The Secretary will also assist in overseeing the communications from the Governor's Liaison on behalf of the Board to Latinos throughout the commonwealth on current Board initiatives and priorities.

Section 2.5 Elections. Elections of the Officers shall be made bi-annually at the Board meeting held during the first quarter of the calendar year, or such time as shall be agreed upon by the Board. The voting method for the election of Officers shall be by vote at the meeting. Officers will be elected by a simple majority of the cast votes. The Governor's Liaison will record votes. Officers so elected shall serve until their respective successors are elected and duly qualified.

**Commented [PB1]:** This will be voted on at the March 2021 VLAB meeting by the full board.

Section 2.6 Vacancies. Vacancies of the office of Chair, Vice-Chair, or Secretary shall be filled by a majority vote of the Board at the next Board meeting.

Section 2.7 Acting Chair. Whenever the Chair and Vice-Chair are unable to attend a meeting of the Board and a quorum of the Board is present, the Board Members present at such meeting may designate a temporary Chair from among the voting Board Members present who shall preside at such meeting as Acting Chair.

Section 2.8 Compensation. Board Members and Ex-Officio Members receive no salaries, but shall be reimbursed for all reasonable and necessary expenses incurred in the performance of their duties as provided in §§ 2.2-2813 and 2.2-2825 of the Code of Virginia.

### **ARTICLE III**

#### **MEETINGS**

Section 3.1 Meetings. ~~Meetings of the Board shall be limited to four (4) per year.~~ Meetings of the Board shall be open to the public and held on such dates as shall be called by the Chair, or requested by the majority of the members of the Board. Meetings may be continued or adjourned upon resolution of the Board as specified in Section 3.4.

Section 3.2 Notice of Meeting. Notice of the time and place of each meeting of the

Board shall be given by the Chair to each Board Member and Ex-Officio Member at least fourteen (14) calendar days prior to such meeting. Notice shall also be posted on the Commonwealth Calendar. The Board Members and Ex-Officio Members will then be polled by electronic mail or telephone to determine which Board Members will be attending the upcoming meeting. An agenda and a package of information to be discussed by the Board shall be sent by mail or electronic mail by the Governor's Liaison to each Board Member and Ex-Officio Member at least five (5) calendar days before each such meeting, if possible.

Section 3.3 Attendance. Attendance at Board meetings is considered to be an essential element of a Member's responsibility. Without Board Member participation, the Board cannot exercise its powers and duties as outlined in the Code of Virginia. Therefore, Board Members are expected to attend all meetings unless there are extenuating circumstances that prevent such attendance. Should a Board Member miss two (2) consecutive meetings of the Board, where said Board Member had received due notice of the meetings as to time and place, then the Board shall report said period of absence to the Secretary of the Commonwealth for consideration of dismissal from the Board. Individual Board members may participate in meetings of the Board by electronic means as permitted by Virginia Code § 2.2-3708.

Section 3.4 Quorum and Voting. A majority of the Board membership must be physically present at a meeting to constitute a quorum for the transaction of all business or the exercise of any power or function of the Board. Any act taken by a vote of the majority of the Members present at any meeting at which a quorum is present shall be the act of the Board. If one or more Board Members are disqualified from voting on any matter by the Virginia State and Local Government Conflict of Interests Act, the remaining Board Members shall have authority to act for the Board by majority vote. No vacancy in the membership of the Board shall impair the right of a quorum, consisting of a majority of the citizen member Board memberships occupied at the time of the meeting, to exercise all the rights and perform all the duties of the Board. A majority of the Board Members present at any meeting, whether or not constituting a quorum, may continue or adjourn the meeting to another time and place.

Section 3.5 Manner of Voting. The "Ayes" and "Nays" of every vote by the Board shall be entered upon the minutes of such meeting.

Section 3.6 Relationship with the Public. Because it is a public body, the Board has the responsibility to conduct its business in an environment that is open to public scrutiny. In doing so, the Board shall operate in full compliance with both the letter and the spirit of the Virginia Freedom of Information Act and the State and Local Government Conflict of Interests Act.

#### ARTICLE IV

## STANDING AND OTHER COMMITTEES

Section 4.1 Standing Committees. The board shall have a Governance Committee. Additional The-standing committees will address the Governor's priorities.

Section 4.2 Other Committees. The Chair may appoint, from time to time, standing committees and such other committees as may be deemed necessary and expedient to promote the purposes of the Board. Any working committees may be comprised of Board Members and Ex-Officio Members, and shall be advisory only, and shall not be empowered to act by or on behalf of the Board. Members of any committee shall not be compensated for their services but may be reimbursed for necessary travel and other expenses incurred while on business of the Board. Members can serve on multiple committees.

Section 4.3 Committee Chair Provides overall leadership and direction; keeps current on issues and policies impacting the community; shares relevant information and guides the development of recommendations for the annual report to the Governor; ensures the work of the committee aligns and supports assigned focus area(s), and prepares and delivers progress reports on the committee's work.

## ARTICLE V

### AMENDMENTS

Section 5.1 Amendments. These Bylaws may be amended, supplemented or repealed by majority vote of the whole Board then in office at any meeting of the Board, provided that notice of the proposed amendment, supplement or repeal shall have been included in the notice of such meeting.

Section 5.2 Policies. The Board may adopt policies to serve as guidelines for the conduct of Board Members. Adoption, amendment, and repeal of a policy will be approved by a simple majority vote. Potential policies to be considered for adoption may be recommended by any Board member in writing to the [Governance Committee/Executive Committee/Chair] at any time. —Potential policies will be considered at the following meeting. The Chair may task a committee with developing a potential policy into a final version.

## ARTICLE VI

## **RULES OF ORDER**

Section 6.1 Rules of Order. Roberts Rules of Order shall govern all matters of procedure not specifically set forth in these Bylaws or the Act. Actions shall not be considered void for not strictly adhering to Roberts Rules of Order.

(Originally adopted: September 16, 2014  
Proposed edits: January 21, 2021)

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